FORM D

UNITED STATES

SECURITIES AND EXCHANGES

Washington, D.Q.

56EC 2 7 2007

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION 202
SECTION 4(6) AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

	SEC USE ONL	Y
Prefix		Serial
	_1	
	Date Received	
	ŀ	1

Name of Offering (check if this is an Offering of Common Units	amendment and name has changed, and indicate change	1422572
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☑ Rule 506 ☐ S	Section 4(6) ULOE
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the	ne issuer	
Name of Issuer (Check if this is an an Bartley Capital, LLC	nendment and name has changed, and indicate change.)	
Address of Executive Offices 10 Milk Street, Boston, MA 02108	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) 617-262-9362
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code) PROCESSED	Telephone Number (Including Area Code)
Brief Description of Business	PHOOLOGE	(A COMP RESIDENCE AND LEGAL COMP CENTER OF THE COM
LLC will attempt to acquire other busin		
	THOMSON	07087695
Type of Business Organization	FINANCIAL	
corporation	☐ limited partnership, already formed	other (please specify):
□ business trust		limited liability company
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organization	or Organization: on: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction)	7
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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice roust be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter □ Beneficial Owner ■ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Charles E. Saponaro **Business or Residence Address** (Number and Street, City, State, Zip Code) 16 Saint Charles Street, Boston, MA 02116 Beneficial Owner ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: □ Promoter □ Director Managing Partner Full Name (Last name first, if individual) Housatonic Principals Fund, LLC (Number and Street, City, State, Zip Code) **Business or Residence Address** c/o Housatonic Partners, 111 Huntington Avenue, Suite 2850, Boston, MA 02119 Check Box(es) that Apply: Beneficial Owner □ Director ☐ General and/or □ Promoter □ Executive Officer Managing Partner Full Name (Last name first, if individual) R. Scott Asen **Business or Residence Address** (Number and Street, City, State, Zip Code) 224 East 49th Street, New York, NY 10017 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) William P. Egan **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Francis F. Kingsley, Kingsley Business Service, Inc., 255 Bear Hill Road, Waltham, MA 02451 ☐ General and/or Check Box(es) that Apply: ■ Beneficial Owner ☐ Executive Officer □ Director □ Promoter Managing Partner Full Name (Last name first, if individual) CG Investments LP **Business or Residence Address** (Number and Street, City, State, Zip Code) The Collins Group, 75 Federal Street, 18th Floor, Boston, MA 02110 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Oak Drive Capital, LLC **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o AJ Wasserstein, Managing Director, 400 South Street, Middlebury, CT 06762 Check Box(es) that Apply: □ Promoter ☑ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) George S. Rich Business or Residence Address (Number and Street, City, State, Zip Code)

2016 Wiltonwood Road, Stevenson, MD 21153

				B. INFO	ORMATIO	N ABOUT	OFFERI	NG				
1. Has the is	suer sold o	or does the is	suer intend	to sell to a	non accredi	ed investor	s in this of	fering?				No ⊠
1. Has the is	suci solu, c	n does the is		•				•		*********		3
			Ans	wer also in	Appendix, (Zolumn 2,	if filing und	er ULUE.				
2. What is the minimum investment that will be accepted from any individual?										\$_15,000		
3. Does the	- 66i				:49							No -
4. Enter the remuneration agent of a br persons to be Full Name (I	n for solicita oker or dea clisted are a	ation of pure ler registered associated p	thasers in co d with the S ersons of su	onnection v EC and/or	vith sales of with a state	securities or states, l	in the offer ist the name	ing. If a pe e of the brol	rson to be I ker or deale	isted is an r. If more	associated than five	d person or
N/A		,	,									
Business or	Residence A	Address (Nu	mber and S	treet, City,	State, Zip C	ode)						
		•				ŕ						
Name of Ass	sociated Bro	oker or Deal	ег				<u>. </u>			<u>-</u>		
States in Wh		Listed Has S				hasers						All States
(Cileck	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Business or				treet, City,	State, Zip C	Code)						
States in Wh		Listed Has S or check ind				hasers					П	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	 [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (I	Last name f	irst, if indiv	idual)									
Business or	Residence A	Address (Nu	mber and S	treet, City,	State, Zip C	ode)						
Name of Ass	sociated Bro	oker or Deal	er									
States in Wh						hasers						A II C+-+
(Check '	"All State" [AK]	or check ind [AZ]	lividual Sta {AR}	tes) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	All States [ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	(MO)
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RJ]	[SC]	[SD]	[TN]	[TX]	נייי, [UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

	Type of Security		Aggregate Offering Price		ount Already Sold
	Debt		\$	\$	
	Equity		\$ 300,000		300,000
	· •	mon 🗖 Preferred			
	Convertible Securities (including warrants)		\$	\$.	
	Partnership Interests		s	\$	
	Other (Specify)	\$	\$	
	Total		\$_300,000	\$	300,000
	Answer also in Appendix, G	Column 3, if filing under ULOE.			
o tł	Enter the number of accredited and non-accredited in offering and the aggregate dollar amounts of their purchased securities the number of persons who have purchased securities on the total lines. Enter "0" if answer is "none" or "security	archases. For offerings under Rule 504, indicate s and the aggregate dollar amount of their purchases	Number Investors	_	Aggregate Pollar Amount of Purchases
	Accredited Investors		12	\$	300,000
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		N/A	\$	N/A
	Answer also in Appendix, (Column 4, if filing under ULOE.			
S	If this filing is for an offering under <u>Rule 504</u> or <u>505</u> old by the issuer, to date, in offerings of the types in the first sale of securities in this offering. Classify	idicated, the twelve (12) months prior			
	Type of offering		Type of Security N/A		Oollar Amoun Sold N/A
					N/A
			N/A		<u>N/A</u>
4. a	Furnish a statement of all expenses in connection securities in this offering. Exclude amounts related to the securities of the security in this offering.	ating solely to organization expenses of the issuer. re contingencies. If the amount of an expenditure	<u>N/A</u>	3	N/A
	Transfer Agent's Fees		***************************************	□ \$ <u>.</u>	
	Printing and Engraving Costs			□ \$.	
	Legal Fees			⊠ \$	7,000
	Accounting Fees		·····	□ \$	
	Engineering Fees		······	□ \$	
	Sales Commissions (specify finders' fees separa	tely)		□ \$	
	Other Expenses (identify)			□ \$	
	Total		.,	⊠ \$	7,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, Affiliates Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness Directors, Payments to Officers, Directors, Payments To Others Salaries and fees Payments To Others Salaries and fees Payments To Others Salaries and fees Salaries and	C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND USE	OF P	ROCEEDS	
used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed of Collingers, Directors, & Directors, & Directors, & Directors, & Directors, & Affiliates Salaries and fees	l and total expenses furnished in respons	e to Part C - Question 4.a. This difference is the			\$ 293,000
Salaries and fees	used for each of the purposes shown. If the estimate and check the box to the left of the	amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal			
Purchase of real estate	the adjusted group proceeds to the island has	William In topological Control of Carolina in the Control		Officers, Directors, &	Payments To Others
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees			\$	- \$
Construction or leasing of plant buildings and facilities	Purchase of real estate			\$	- \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Purchase, rental or leasing and installat	ion of machinery and equipment		\$	□ \$
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Construction or leasing of plant buildin	gs and facilities		\$	□ \$
S S S S S S S S S S					
Repayment of indebtedness \$ \$ \$ \$ \$ \$ \$ \$ \$			п	\$	□ \$
Working Capital	1 7				
Other (specify): S					
Total Payments Listed (Column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written requ of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date 12-21-07 Name of Signer (Print or Type) Title of Signer (Print or Type)	· ·				<u> </u>
Total Payments Listed (Column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written requ of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date 12-21-07 Name of Signer (Print or Type) Title of Signer (Print or Type)					
Total Payments Listed (Column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written requ of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Bartley Capital, LLC Title of Signer (Print or Type) Title of Signer (Print or Type)				\$	\$
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written required its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Bartley Capital, LLC Title of Signer (Print or Type) Title of Signer (Print or Type)	Column Totals		⊠	\$_293,000	o \$
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written required its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Bartley Capital, LLC Title of Signer (Print or Type) Title of Signer (Print or Type)	m 15 1: 1:01			_ *	•••
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written required its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Bartley Capital, LLC Title of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (Column totals a	dced)		⊠ 3_	293,000
following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written required its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date 12-21-67 Name of Signer (Print or Type) Title of Signer (Print or Type)		D. FEDERAL SIGNATURE		· · · · · · · · · · · · · · · · · · ·	
Bartley Capital, LLC 12-21-67 Name of Signer (Print or Type) Title of Signer (Print or Type)	following signature constitutes an undertak	ing by the issuer to furnish to the U.S. Securities and Excha	inge (Commission, up	on written reques
Name of Signer (Print or Type) Title of Signer (Print or Type)	Issuer (Print or Type)	Signature		Date	
	Bartley Capital, LLC	Clis		12- 2	21-07
Charles Saponaro Manager	Name of Signer (Print or Type)	Title of Signer (Print or Type)			
	Charles Saponaro	Manager			

— ATTENTION ———

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

FORM D

UNITED STATES SECURITIES AND EXCHANGES

Washington, D.C.

DEC 2 7 2007

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION A

SECTION 4(6) AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APF	ROVAL
OMB NUMBER:	3235-0076
Expires:	April 30, 2008
Estimated average	
hours per response	16.00

	SEC U	SE ONLY	
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	Date R	eccived	
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-	amendment and name has changed, and indicate	change.)
Offering of Common Units		- 1100
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☒ Rule 506	☐ Section 4(6) ☐ ULOE
Type of Filing: New Filing A	meridment	
	A. BASIC IDENTIFICATION DATA	<u></u>
1. Enter the information requested about th		
Name of Issuer (Check if this is an am	nendment and name has changed, and indicate cha	ange.)
Bartley Capital, LLC		
Address of Executive Offices	(Number and Street, City, State, Zip C	
10 Milk Street, Boston, MA 02108		617-262-9362
Address of Principal Business Operations	(Number and Street, City, State, Zip C	Code) Telephone Number (Including Area Code)
(if different from Executive Offices)		
·		
Brief Description of Business		
LLC will attempt to acquire other busing	esses.	
Type of Business Organization		other (please specify):
corporation	☐ limited partnership, already formed	limited liability company
D business trust	☐ limited partnership, to be formed	
	Month	Year
	[0]9]	O 7 Actual Estimated
Actual or Estimated Date of Incorporation	or Organization:	G
Jurisdiction of Incorporation or Organization	on: (Enter two-letter U.S. Postal Service abbrevic	ation) In State.
	CN for Canada; FN for other foreign jurisdic	

GENERAL INSTRUCTIONS

Federal:

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Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Each beneficial owner h	suer, if the issuer ha naving the power to	s been organized within the vote or dispose, or direct or the contract of the	the vote or disposition of,		
Each general and manage	ging partner of partr	nership issuers.	•		
Check Box(es) that Apply:	☐ Promoter	D Beneficial Owner	☑ Executive Officer	⊠ Director	General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
	·				
Charles E. Saponaro Business or Residence Address	Numbe	r and Street, City, State, 2	Lip Code)		
	,	. 2.0 2.000, 2.0,, 2.000,	,		
16 Saint Charles Street, Boston		Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
Check Box(es) that Apply:	☐ Promote:	M Pelicital Owler			Managing Partner
Full Name (Last name first, if inc	lividual)				
Housatonic Principals Fund, L	ıc				_
Business or Residence Address	(Numbe	er and Street, City, State, 7	Zip Code)		
	T4!4n- Assesse	Suite 2950 Roston M	N 02119		
c/o Housatonic Partners, 111 F Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or
Check Box(es) that Approx.					Managing Partner
Full Name (Last name first, if in	dividual)				
R. Scott Asen					
Business or Residence Address	(Numb	er and Street, City, State,	Zip Code)		
and the same Name Vand	. NV 10017				
224 East 49 th Street, New Yorl Check Box(es) that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if in	dividual)				
William P. Egan					
Business or Residence Address	(Numb	er and Street, City, State,	Zip Code)		
c/o Francis F. Kingsley, Kings	dev Rusiness Servi	ce. Inc., 255 Bear Hill R	oad, Waltham, MA 0245	1	
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if ir	idividual)				
CG Investments LP					
Business or Residence Address	(J.Jumb	per and Street, City, State,	Zip Code)		
The Collins Group, 75 Federa	d Street, 18 th Floor	. Boston, MA 02110			
Check Box(es) that Apply:	☐ Promo er	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
				 	Managing Partner
Full Name (Last name first, if it	ndividual)				
Oak Drive Capital, LLC					
Business or Residence Address	(Num	ber and Street, City, State	, Zip Code)		
c/o AJ Wasserstein, Managin	g Director, 400 So	uth Street, Middlebury,	CT 06762		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner		□ Director	General and/or
					Managing Partner
Full Name (Last name first, if i	ndividuāl)				
George S. Rich					
Business or Residence Address	i (Num	ber and Street, City, State	, Zip Code)		
2016 Wiltonwood Road, Stev	enson, MD 21153				

A. BASIC IDENTIFICATION DATA

		<u> </u>		B. INFO	RMATION	ABOUT	OFFERIN	G				
										Y(s No)
. Has the issu	er sold, or	does the iss								L		
					ppendix, C							
. What is the	minimum	investment	that will be	accepted fi	rom any ind	lividual?				:	15,000	_
					_					-	es No ⊠ □	
. Does the of												
I. Enter the in	formation	requested fo	or each perio	on who has	been or wi	Il be paid o	r given, dire	ectly or ind	irectly, any	commission	on or simil ssociated i	ar person or
remuneration to remuneration to regent of a brol	er or deale	r registered	with the S	?C and/∩r υ	vith a state (or states. Its	t the name	oi une broki	er or gewier	. II INOIE I	nan nve (.	5)
persons to be l	isted are as	sociated pe	rsons of suc	h a broker	or dealer, y	ou may set	forth the in	formation f	or that brok	cer or deale	r only.	
Full Name (La	st name fin	st, it individ	Juai)									
N/A		I I I I I I I I I I I I I I I I I I I	-bar and Su	reat City S	tota Zin C	ode)						
Business or R	esidence Ai	agress (Mur	nder and Su	reet, City, S	state, Zip C	oucy						
		Doole	 -									
Name of Asso	ciated Brol	er or Deale	भ									
States in Whi	-b Domon I	iosed Unc S	olicited or	ntends to S	olicit Purch	nasers				 		
(Check "/	on Person L	r check ind	ividual Sta	es)								Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
(IL)	[M]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	(MS) (OR)	[MO] {PA]
[MT]	[NE]	[NV]	[NH]	ίνι)	[NM]	[NY]	[NC]	[ND]	[WV]	[OK] [WI]	[WY]	[PR]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[,, 1]	[1.14]
Full Name (L	ast name in	rst, ii inuivi	iduai)									
Business or R		11 01		reat City	State 7in ('ode)						
Business of R	Lesidence A	oaress (Nu	mper and an	ueel, City,	State, Zip C	.ouc)						
Name of Ass	nainted Bro	ker or Deal										
Name of Assi	ocialed Dio	ikei oi Dem	CI									
States in Wh	ich Person	Listed Has	Solicited or	Intends to	Solicit Purc	hasers						
(Check "	All State" of	or check inc	lividual Stat	tes)					tr. 1		🗆 A (HI)	All States [ID]
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA] [MN]	[MS]	[MO]
[1L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] [ND]	[M] [OH]	(OK)	(OR)	[≎] [PA]
[MT]	[NE]	[NV]	(NH)	[NJ]	[NM]	[NY] [VT]	[NC] [VA]	[WA]	[WV]	[WI]	[WY]	[PR]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[٧1]	[()	<u></u>	[" ']	("9	[]	
Full Name (I	_ast name t	irst, ii indis	riduai)									
Business or	Duridana	A didaga (Ni	wher and S	treet City	State 7 in I	Code)						
Business or	Kesidence /	Aggress (IVI	imbei anu s	succi, City,	State, Zip	Coucy						
N	and Da	aleas as Dan										
Name of Ass	sociated Br	oker of Dea	ilei									
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States in Wi	nen Person "All State"	or check in	dividual Sta	tes)	Sonett rui							All States
[AL]	[AK]	(AZ)	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[1N]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	OM]
[MT]	[NE]	[NV]	[NH]	[[14]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	PA]
(RI)	[SC]	[SD]_	_[TN]_	[TX]_	[UT]	[VT]	[VA]_	[WA]	[WV]	[WI]	[WY]	[PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" o: "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange				
	and already exchanged.	Aggregate	Amo		Already
	Type of Security	Offering Price		3	old
	Debt	S	\$		
	Equity	\$ 300,000	\$.	3	000,000
	Convertible Securities (including warrants)	s	S		
	Partnership Interests	s	\$		
	Other (Specify)	s	S	:	
	Total	\$ 300,000			300 <u>,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.				
2	Enter the number of accredited and non-acc edited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	I	Doll	ggregate ar Amount Purchases
	Accredited Investors	12		<u>. </u>	<u>300,000</u>
	Non-accredited Investors			S	0
	Non-acciented investors				
	Total (for filings under Rule 504 cnly)	N/A	. :	S	N/A_
3	Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	T 6		Deli	Luc Amount
	Type of offering	Type of Security		Doi	lar Amount Sold
	Rule 505	<u>N/A</u>	-	S	<u>N/A</u>
	Regulation A	N/A	-	\$	N/A
	Rule 504	N/A	-	S	N/A
	Total	N/A	_	S_	N/A
•	4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$_	
	Legal Fees		⊠	S	7,000
	Accounting Fees			S _	
	Engineering Fees			\$_	
	Sales Commissions (specify finders' fees separately)			s _	
	Other Expenses (identify)		0	s _	
	Total		Ø	S _	7,000

C. OFFERING PRICE,	NUMBER OF INVESTORS, EXPENSES AND USE C)F PI	ROCEEDS		
1 and total expenses furnished in response t	offering price given in response to Part C - Question o Part C - Question 4.a. This difference is the			s	293,000
5. Indicate below the amount of the adjusted groused for each of the purposes shown. If the intestimate and check the box to the left of the ist the adjusted gross proceeds to the issuer set for	nount for any purpose is not known, furnish an stimate. The total of the payments listed must equal		Payments to Officers, Directors, & Affiliates	F	Payments To Others
Salaries and fees			S		S
			\$		s
	n of machinery and equipment		S		\$
	and facilities		S		s
Acquisition of other businesses (including offering that may be used in exchange for issuer pursuant to a merger)		s			
			\$		
Working Capital			\$_293,000		
Other (specify):			s		s
			2		
Column Totals		Ø	\$_293,000		s
Total Payments Listed (Column totals ad	ded)		⊠ \$_	293	.000
	D. FEDERAL SIGNATURE				
following cignature constitutes an undertakin	ned by the undersigned duly authorized person. If this noing by the issuer to furnish to the U.S. Securities and Exchissuer to any non-accredited investor pursuant to paragraphs.	ange	Commission, u	pon	05, the written request
Issuer (Print or Type)	Signature		Date		
Bartley Capital, LLC	Cli		12-	21	-07
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Charles Saponaro	Manager				

- ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)